

**ROSSBACH & FISCHER**  
RECHTSANWÄLTE · NOTAR

**BY AIR MAIL**

**United States Bankruptcy Court**  
Southern District of New York  
Alexander Hamilton Customs House  
**Attention: Dorothy Li, Clerk**  
One Bowling Green  
New York, NY 10004-1408  
U.S.A.

JOHANN-ANDREAS ROSSBACH, NOTAR  
DR. HANS-GEORG FISCHER  
BERND MOHR  
YORK FREIHERR VON LERSNER  
EVA-MARTINA BÖHM

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**March 6, 2007**  
cj-118/06/ARAllg.D4/8211

**DELPHI CORPORATION, et. al.**  
**Case No. 05-44481 (RDD)**  
**Affidavit of Legal Ordinary Course Professional**

Dear Mrs Li,

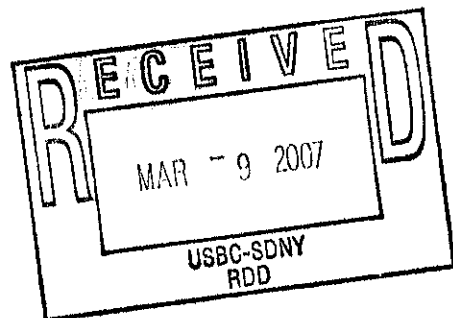
As per the instructions of Mr Eugene Bogenschuetz, a resident of the City of Frankfurt am Main, Federal Republic of Germany and a partner of Messrs. Allen & Overy LLP with their Frankfurt office at Taunustor 2, 60311 Frankfurt am Main, I would like to ask you to file the attached Affidavit together with Certificate of Service on the docket. As Mr Bogenschuetz' office as well as my own office are located in Germany, we do not have the ability to file the papers on Pacer/ECF ourselves.

Last but not least, this is to confirm that, in a first run, I have filed a certified copy of the Affidavit with each of the parties listed in the Certificate of Service without the legalization of my signature by way of having the Apostille affixed by the President of the Frankfurt District Court and, in a second run, I have filed another certified copy with each of these parties with the Apostille affixed as aforesaid.

Yours sincerely,

Johann-Andreas Rossbach  
Notary

**Encl.**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF Hessen/Germany )  
) ss:  
CITY OF Frankfurt am Main )

Eugen Bogenschütz, being duly sworn, deposes and says:

1. I am a principal of Allen & Overy LLP ("**A&O LLP**") which firm maintains offices at Taunustor 2, 60311 Frankfurt am Main/Germany.
2. A&O LLP has represented and advised the Debtors on German tax matters with respect to a broad range of aspects of the Debtors' businesses.
3. The Debtors have requested, and A&O LLP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters.
4. We do not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which we are to be engaged.
5. A&O LLP's current hourly rates for these services range from EUR 350 to EUR 690 plus reimbursement of reasonable expenses and value-added tax ("**VAT**"), if applicable.
6. Except as set forth herein, no promises have been received by A&O LLP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

United State Trustee  
Attn: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, NY 10044

Skadden, Arps, Slate, Meagher & Flom  
Attn.: John W. Butler, Jr., Esq.  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

Latham & Watkins  
Attn: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022

Simpson Thacher & Bartlett, LLP  
Attn: Marissa Wesley, Esq.  
425 Lexington Ave.  
New York, N.Y. 10017

Davis Polk & Wardell  
Attn: Marlane Melican, Esq.  
450 Lexington Ave.  
New York, N.Y. 10017

Dated: February 26, 2007

Rossbach, Notary Public



## APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland  
Diese öffentliche Urkunde
2. ist unterschrieben von Rossbach
3. in seiner Eigenschaft als amtlich bestellter Notar
4. sie ist versehen mit dem Siegel/Stempel des(der)  
Notars



## Bestätigt

5. in Frankfurt/Main

6. am 28.02.07

durch den Herrn Präsidenten des Landgerichts

unter Nr. 91 Ea A 2085

9. Siegel/Stempel

10. Unterschrift

i.V. Franke



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**ROSSBACH & FISCHER**  
RECHTSANWÄLTE

Schaumainkai 101-103  
60596 Frankfurt am Main



Deutsche Post 

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Par Avion

